## AMENDMENT TO THE CLAIMS

Claim 1. (previously amended) A skin conditioning oil-in-water emulsion composition comprising:

- (a) about 0.001 wt. % to about 10 wt. % of at least one booster compound selected from the group consisting of LAMEA, linoleic acid, linseed oil, climbazole and phosphatidyl choline;
- (b) about 0.001 wt. % to about 10 wt. % of a retinoid; and
- (c) a cosmetically acceptable vehicle;

wherein each constituent of the oil phase of the oil-in water emulsion has a peroxide value of less than or equal to about 12.

Claim 2. (original) The skin conditioning oil in water emulsion composition of claim 1 wherein the oil phase of the emulsion has a peroxide value of less than or equal to about 6.

Claims 3-6. (canceled)

- Claim 7. (previously amended) A skin conditioning oil-in-water emulsion composition comprising:
  - (a) about 0.001 wt. % to about 10 wt. % of at least two booster compounds selected from the group consisting of LAMEA, linoleic acid, linseed oil, climbazole and phosphatidyl choline;
  - (b) about 0.001 wt. % to about 10 wt. % of a retinoid; and
- (c) a cosmetically acceptable vehicle; wherein each constituent of the oil phase of the oil-in water emulsion has a peroxide value of less than or equal to about 12.

Claim 8. (original) The skin conditioning oil-in-water emulsion composition of claim 1 wherein the oil phase of the emulsion has a peroxide value of less than or equal to about 6.

Claims 9-12. (canceled)

- Claim 13. The composition of claim 7, further comprising about 0.5% to about 50% of an emollient selected from the group consisting of esters, fatty acids, alcohols, polyols, and hydrocarbons.
- Claim 14. (currently amended) The composition of claim 1, wherein said at least one booster is LAMEA; and further comprising alpha-ionone.
- Claim 15. The composition of claim 1, further comprising an imidazole.